

# **Exhibit B**

**BALDA SOCIALE DOCUMENTS**

**Entire file requested by the USA and GUINEA**



**DOCUMENTS SOCIALE BALDA**

**Tout le classeur demandé par les USA et la GUINEE**



*Beny Steinmetz*

Me Marc Bonnant

12, rue de Saint Victor  
1201 Geneva  
Switzerland

November 10, 2010.

Dear Marc,

Further to our conversations over the past few months, I would now like to formalize my request for a distribution by the Balda Foundation of which you are a foundation council member.

As you are aware, my personal financial situation in Israel has unfortunately deteriorated over the last two years, primarily as a result of the real estate crisis in Eastern Europe. Scorpio Real Estate, an Israeli company under my ownership, borrowed money from bondholders in 2007 to invest in its real estate development projects in Eastern Europe. As a result of the devastating blow that the global banking crisis inflicted on the Eastern European property market, Scorpio Real Estate soon found itself in a position that it was not able to meet its commitments to its bondholders.

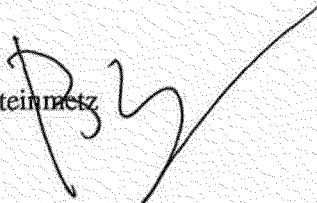
Even though, as I have told you, I had absolutely no personal obligation to repay the Scorpio Real Estate bondholders, I am from the school that does not allow me to walk away from obligations of my companies. I have therefore taken upon myself the personal commitment to immediately repay part of the debts to the bond holders with the remainder of the debt being paid off over the next few years. This is a price that I am willing to pay to maintain my unblemished reputation in the financial communities. I am sure that you agree with me.

My request to the Council of the Balda Foundation is to consider to grant me a distribution in the amount of USD 94,000,000 which I intend to use as an injection of equity in Scorpio Real Estate.

To conclude, I would like to emphasize that even in the event that the members of the Foundation Council do not approve the distribution that I am requesting, I very much value the strong support, trust and of course friendship that I have enjoyed with you over many years.

Yours very truly

Beny Steinmetz



23, Quai du Mont Blanc, 1201 Geneva, Switzerland

**BALDA FOUNDATION**  
(the "Foundation")

**MINUTES OF THE MEETING OF THE FOUNDATION COUNCIL**

held on July 1, 2010 at 11.30h  
in Vaduz, Liechtenstein

Notice : Notice to this meeting was waived by all persons entitled thereto.

Present :

Foundation Council ;

- Dr Peter Goop ("PG")
- Me Marc Bonnant ("MB")
- Rothschild Trust Guernsey Limited, represented by Messrs Robert Payne ("RP") and Richard Baldock ("RB")

By invitation ;

- Mr. Jesus Cortes ("JC") of Marxer & Partner
- Mrs. Sandra Merloni - Horemans ("SMH") of Onyx Financial Advisors Limited
- Mr. Dag Cramer ("DLC") and Ms. Melissa Chapman ("MC") of BSG Management Services Limited
- Mr. David Clark ("DMC")

Agenda :

1. Waiver of the convening notices
2. Ratification of the Board Minutes of November 25, 2009
3. Review and approval of the financial statements for the period ending December 31, 2009
4. Review and ratification of historical overview for the period 2002 to 2009
5. Review of treasury and cash forecast report
6. Review of treasury policy
7. Investment proposal ; BSG Mercury
8. Review of charity report and proposal
9. Review and ratification distributions report
10. Discussion on increase advisory fees for Mr B. Steinmetz
11. BSG Management Service Companies ; Review Cost Report 2009
12. Review and discussion Onyx Bonus Payment Proposal
13. Miscellaneous

1. Introduction / General comments

After being confirmed that there was a quorum in accordance with the Statutes of the Balda Foundation (hereinafter referred to as the "Foundation"), the meeting was declared open and it was said that it had been called to discuss the agenda as mentioned above. PG was elected chairman and SMH was appointed as secretary.

2. Ratification of the Minutes of the Meeting of the Foundation Council held on November 25, 2009

After review, it was decided to approve the following resolution ;

**Resolution :**

**The minutes of the meeting of the Balda Foundation dated November 25, 2009 were ratified by the Members of the Foundation Council.**

3. Review and Approval of the Financial Statements

The financial statements of the Balda Foundation as of December 31, 2009, as were presented and as approved by the Board of Directors of NYSCO Management Corp., were presented to the Foundation Council for discussion and approval.

**Resolution :**

**It was agreed to approve the financial statements as of December 31, 2009.**

4. Strategy, review of current investments

DLC presented the Foundation Council Members with an update in respect of the current and proposed investments within the underlying structures of the Foundation. It was suggested that the Foundation Council should acknowledge the decision of the Board of Directors of "NYSCO Management Corp." in respect of the current and proposed investments as detailed in the investment report and the financial statements of December 31, 2009.

**Resolution :**

**It was agreed to acknowledge the decision of the Board of Directors of NYSCO Management Corp. in respect of the current and proposed investments under the Foundation.**

5. Review and ratification of historical overview for the period 2002 to 2009

DLC presented the Foundation Council with a historical overview of the results and variation in the NAV of the Balda Foundation during the period 2002 to 2009, as were presented and as approved by the Board of Directors of NYSCO Management Corp.

**Resolution :**

**After discussion, it was agreed to approve and ratify the historical overview for the period 2002 to 2009.**





6. Review of treasury and cash forecast report

MC presented the Foundation Council with the treasury and cash forecast report for 2010 as was included in the board pack

**Resolution :**

**After discussion, it was agreed to approve the treasury and cash report for the year 2010.**

7. Review and Approval of Treasury Policy

MC presented the Foundation Council with the draft Treasury Policy (as discussed during previous meetings) and recommended that this be approved and adopted by the Foundation Council in respect of the Foundation and its subsidiaries.

**Resolution :**

**After discussion and review, it was agreed to adopt the Treasury Policy (which shall be included in these minutes as Annex A).**

8. Investment proposal ; BSG Mercury

Following receipt of the proceeds from the transaction which BSG Resources Ltd concluded with Vale in respect of BSGR's iron ore project in Guinea, and the subsequent substantial liquidity in the foundation, DLC confirmed to the Foundation Council that the group was actively reviewing opportunities (in capital markets) to conservatively invest on a long term basis. He subsequently introduced the Foundation Council to Mr Nic Spicer ("NS") as BSG's analyst with BSG Capital Markets in London.

NS presented the Council with a proposal for a segregated investment portfolio as was included in the board pack; he explained the recommendations and processes for setting up endowment type mandates for a selected group of managers which will focus on long term real capital appreciation.

**Resolution :**

**After discussion, the foundation council agreed in principle to approve the proposal and method for setting up a segregated investment portfolio and agreed with DLC and NS that they will provide the foundation council with an update on the selection of (and allocation to) the managers as well as proposed benchmarks for the portfolio.**

9. Review of charity report and proposal

The Foundation Council discussed the report on the charities which was included in the board pack.

**Resolution :**

**After discussion, the foundation council approved the report and agreed to continue supporting the proposed children's charities.**

10. Review and ratification distributions report

The Foundation Council reviewed the distributions made during the period 2004 to June 2010 to both Mr Beny Steinmetz and Miss Merav Steinmetz. PG requested MC to change the denomination of the distributions made to Mr Steinmetz to support him with his living expenses in Switzerland to which she agreed.

**Resolution :**

**After discussion, the Foundation Council reconfirmed all distributions made to Mr Beny Steinmetz and Miss Merav Steinmetz during the period 2004 to June 2010.**

11. Discussion on increase advisory fees for Mr B. Steinmetz

At the request of DLC, the Foundation Council considered the proposed increase of the advisory fees, payable under the advisory contract between Mr Beny Steinmetz and the Balda Foundation dated January 1, 1998, back to the level before April 2008; in effect, representing an increase from the current amount of USD 300,000 per year to USD 400,000 per year.

**Resolution :**

**After discussion, the Foundation Council (a) approved the proposed increase in advisory fees for the services provided by Mr Beny Steinmetz and (b) agreed to authorise Mr Marc Bonnant to represent the Foundation and to execute, on its behalf, the corresponding addendum to the advisory services agreement between Mr Steinmetz and the Foundation, which shall have effect as from July 1, 2010 (which shall be included in these minutes as Annex B) .**

12. Discussion on increase fees of the foundation council members

Following the substantial increase in the foundation's assets, the Foundation Council considered to increase the fees of each of the foundation council members from CHF 50,000 to CHF 80,000 (this last amount representing the level of the fees before April 2008).

**Resolution :**

**After discussion, the Foundation Council approved the proposed increase in foundation council fees, which increase shall have effect as from July 1, 2010.**

13. BSG Management Service Companies ; Review Cost Report 2009

DLC presented the Foundation Council Members with an update on the 2010 expense report of the BSG management companies which continues to show a continued decrease in comparison to the 2008 and 2009 budgets.

**Resolution :**

**After discussion, it was agreed to ratify the 2010 expense budget and report of the BSG management companies.**





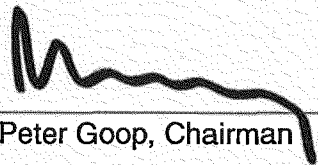
14. Review and discussion Onyx Bonus Payment Proposal

The Foundation Council confirmed having received the proposal to grant Onyx Financial Advisors Limited ("Onyx") a bonus payment. In view of the significant growth in the foundation's NAV (and as reflected in the financial statements), the Foundation Council considered to remunerate Onyx in recognition for their efforts, by payment of a bonus equal to 0.5% of the funds received by the Balda Foundation at the time of the closing of the Vale transaction.

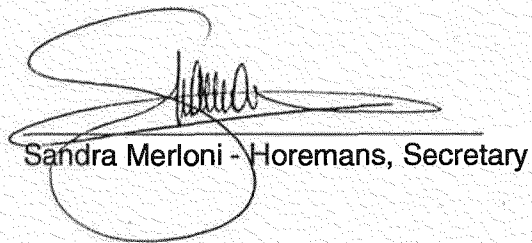
**Resolution :**

**After discussion, the Foundation Council approved to grant Onyx Financial Advisors Limited a bonus payment of USD2,500,000.**

There being no further matters to discuss, the Meeting was declared closed and in presence of the afore mentioned attendants this document was executed.



Peter Goop, Chairman



Sandra Merloni - Horemans, Secretary



**CIRCULAR LETTER RESOLUTION OF THE FOUNDATION COUNCIL OF  
BALDA FOUNDATION**

April 28, 2010.

Pursuant to the statutes of Balda Foundation, of Heilig Kreuz 6, 9490 Vaduz, Liechtenstein, the Foundation Council may pass resolutions in writing on proposals. Such resolutions by circular letter require the unanimous consent of all members. Substitution is not permitted.

**RESOLUTION:**

Further to the investment proposal received from Dag L. Cramer on April 28, 2010 in respect of the operations of BSG Resources Limited in Guinea, we hereby decide as follows ;

To approve the entering into by BSG Resources Ltd into a joint venture with Vale S.A. with respect to the Balda Foundations' wholly (indirectly) owned subsidiary BSG Resources (Guinea) Limited in relation to the designing, financing, development and operation of certain iron ore mines in the Republic of Guinea owned (indirectly) by BSGR Guinea, the transportation and export of these minerals and the construction of the related infrastructure and facilities as described in the investment proposal.

For approval of the resolution:

  
\_\_\_\_\_  
Marc Bonnant  
\_\_\_\_\_  
Peter Goop  
\_\_\_\_\_  
Rothschild Trust Guernsey Limited